

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re: CIRCUIT CITY STORES, INC., <u>et al.</u> , ¹ Debtors.	: : : : : : : :	Chapter 11 Case No. 08-35653-KRH (Jointly Administered)
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**APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING AND
APPROVING THE EMPLOYMENT OF PACHULSKI STANG ZIEHL &
JONES LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS *NUNC PRO TUNC* TO NOVEMBER 18, 2008**

The Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) hereby move this Court (this “Application”) for the entry of an order authorizing and approving the employment of Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”) as counsel to the Committee in connection with the Debtors’ chapter 11 cases (the “Chapter 11 Cases”), *nunc pro tunc* to November 18, 2008, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (as amended, the “Bankruptcy Code”), Rules 2014 and 5002 of

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

Richard M. Pachulski (CA Bar No. 90073)
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Proposed Counsel for the Official
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Proposed Co-Counsel for the Official
Committee of Unsecured Creditors

the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia (the “Local Bankruptcy Rules”), and the United States Trustee’s Guide To Applications for Employment of Professionals and Treatment of Retainers as revised December 2002; and in support of the Application, the Committee submits the verified statement of Robert J. Feinstein, a partner of the Firm (the “Feinstein Statement”), attached hereto and incorporated herein by reference; and in further support of the Application, the Committee respectfully represents as follows:

1. On November 10, 2008 (the “Petition Date”), the Debtors filed their voluntary Chapter 11 petitions for relief, thereby commencing the above-captioned cases. The factual background regarding the Debtors, including their business operations, their capital and debt structure, and the events leading to the filing of these Chapter 11 Cases, is set forth in detail in the Declaration of Bruce H. Besanko, Executive Vice President and Chief Financial Officer of Circuit City Stores, Inc., in Support of Chapter 11 Petitions and First Day Pleadings filed on the Petition Date [Docket No. 79].

2. By order dated November 10, 2008 [Docket No. 77], these Chapter 11 Cases are being jointly administered. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. As of the date hereof, neither a trustee nor an examiner has been appointed in these Chapter 11 Cases.

3. On November 12, 2008, the Office of the U.S. Trustee appointed the Official Committee of Unsecured Creditors (the “Committee”) in these cases pursuant to Sections 1102(a) and 1102(b)(1) [Docket No. 116]. On November 13, 2008, the Committee was amended by the U.S. Trustee.

4. The Committee is presently composed of the following eleven creditors: (i) Alliance Entertainment; (ii) Developers Diversified Realty Corp.; (iii) Garmin International, Inc.; (iv) Hewlett-Packard Company; (v) LG Electronics USA, Inc.; (vi) Paramount Home

Entertainment; (vii) Pension Benefit Guarantee Corporation; (viii) Samsung Electronics America, Inc.; (ix) Simon Property Group, Inc.; (x) Toshiba America Consumer Products, LLC; and (xi) Weidler Settlement Class.

5. The Committee has held its organizational meeting, and has decided to retain the Firm as its lead counsel, Tavenner & Beran PLC as its local counsel, and Protiviti, Inc. and Jefferies & Company as financial advisors.

6. The Firm has over 55 attorneys with a practice concentrated on reorganization, bankruptcy, litigation and commercial issues. The Firm's attorneys have extensive experience representing creditors' committees, debtors, creditors, trustees and others in a wide variety of bankruptcy cases. Based on these facts, the Committee believes that the Firm is well-qualified to render the services described below. More information on the Firm is available at its website, www.pszjlaw.com.

7. Subject to further order of this Court, the Firm is expected to render, among other services, the following services to the Committee:

a. assisting, advising and representing the Committee in its consultations with the Debtors regarding the administration of these cases;

b. assisting, advising and representing the Committee in analyzing the Debtors' assets and liabilities, investigating the extent and validity of liens and participating in and reviewing any proposed asset sales, any asset dispositions, financing arrangements and cash collateral stipulations or proceedings;

c. assisting, advising and representing the Committee in any manner relevant to reviewing and determining the Debtors' rights and obligations under leases and other executory contracts;

d. assisting, advising and representing the Committee in investigating the acts, conduct, assets, liabilities and financial condition of the Debtors, the Debtors' operations and the desirability of the continuance of any portion of those operations, and any other matters relevant to this case or to the formulation of a plan;

e. assisting, advising and representing the Committee in its participation in the negotiation, formulation and drafting of a plan of liquidation or reorganization;

f. advising the Committee on the issues concerning the appointment of a trustee or examiner under Section 1104;

g. assisting, advising and representing the Committee in understanding its powers and its duties under the Bankruptcy Code and the Bankruptcy Rules and in performing other services as are in the interests of those represented by the Committee;

h. assisting, advising and representing the Committee in the evaluation of claims and on any litigation matters, including avoidance actions; and

i. providing such other services to the Committee as may be necessary in these cases.

8. To the best of the Committee's knowledge, and based upon the Feinstein Statement attached hereto, neither the Firm nor any of its attorneys have any connection with any party in interest, their attorneys or accountants, other than as set forth in the Feinstein Statement.

9. To the best of the Committee's knowledge, except as provided in the Feinstein Statement, neither the Firm, nor any of its attorneys represent any interest adverse to that of the Committee in the matters on which they are to be retained, and the Firm's attorneys are disinterested persons under Section 101(14).

10. The Committee desires to employ the Firm with reasonable fees to be determined by the Court. No compensation will be paid to the Firm except upon compliance with the Bankruptcy Code, Bankruptcy Rules and Local Bankruptcy Rules, and this Court's orders. The Firm has received no retainer in this case. Neither the Committee nor any of its members (or their representatives) are or will be liable for any fees or costs incurred by the Firm in its representation of the Committee. The principal attorneys and paralegals presently designated to represent the Committee and their current standard hourly rates are:

- a. Richard M. Pachulski \$815.00 per hour
- b. Robert J. Feinstein \$775.00 per hour
- c. Jeffrey N. Pomerantz \$625.00 per hour
- d. Stanley E. Goldich \$625.00 per hour
- e. John D. Fiero \$595.00 per hour
- f. Jason S. Pomerantz \$495.00 per hour
- g. David A. Abadir \$350.00 per hour
- h. Beth D. Dassa \$205.00 per hour

11. The hourly rates set forth above are PSZJ's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate PSZJ for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses.²

12. Notice of Submission of this Application was provided to the Debtors and their counsel, the Office of the United States Trustee, counsel to the Debtors' secured creditors, and all parties requesting special notice.

WHEREFORE, the Committee requests that this Court approve the employment of the Firm as its counsel, *nunc pro tunc* to November 18, 2008, to render services as described above with compensation to be paid as an administrative expense in such amounts as this Court may hereafter determine and allow; and grant the Committee such other and further relief as the Court deems just and proper. A form of order is submitted herewith for the Court's review and consideration.

Dated: December 11, 2008

THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OR CIRCUIT CITY STORES, INC.

By: /s/ Ramona Neal
Ramona Neal, Chair

² These rates are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Committee in connection with the matters described herein.

/s/ Lynn L. Tavenner

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-and-

Richard M. Pachulski (CA Bar No. 90073)
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Proposed Counsel for Official Committee of Unsecured
Creditors Holding Unsecured Claims

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on December 22, 2008, a true and correct copy of the above and foregoing was served by either First Class Mail, postage pre-paid and/or by electronic delivery to all of the parties on the attached Service List.

/s/ Lynn L. Tavenner

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**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re: CIRCUIT CITY STORES, INC., <u>et al.</u> , ¹ Debtors.	: : : : : : :	Chapter 11 Case No. 08-35653-KRH (Jointly Administered)
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**VERIFIED STATEMENT IN SUPPORT OF APPLICATION
FOR ENTRY OF AN ORDER AUTHORIZING AND APPROVING
THE EMPLOYMENT OF PACHULSKI STANG ZIEHL &
JONES LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS *NUNC PRO TUNC* TO NOVEMBER 18, 2008**

I, Robert J. Feinstein, declare under penalty of perjury as follows, pursuant to Rules 2014 (a) and 2016(b) of the Federal Rules of Bankruptcy Procedure:

1. I am a partner with the firm of Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”),² with offices located at 780 Third Avenue, 36th Floor, New York, New York 10017-2024. I am duly admitted to practice law in the State of New York, the United States District Courts for the Southern, Eastern, Northern, and Western Districts of New York,

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

Richard M. Pachulski (CA Bar No. 90073)
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Proposed Counsel for the Official
Committee of Unsecured Creditors

Proposed Co-Counsel for the Official
Committee of Unsecured Creditors

and the United States Court of Appeals for the Second Circuit. I am authorized to submit this Verified Statement in support of the *Application for Entry of an Order Authorizing and Approving the Employment of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to November 18, 2008* (the “Application”).

2. Neither I, the Firm, nor any partner, of counsel or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors or any other parties in interest herein, or their respective attorneys and accountants, the U.S. Trustee, or any person employed in the office of the U.S. Trustee, except as set forth herein.

3. Bankruptcy Code § 1103(b) does not incorporate the general “disinterestedness” standard of Code § 327(a). However, Rule 2014 requires that an application for employment under Section 1103 disclose all connections with the Debtors, the estates, the professionals and the Office of the Trustee. The Firm, therefore, discloses its known connections as follows.

4. The Firm has made the following investigation of disinterestedness prior to submitting this Statement. The Firm has undertaken a full and thorough review of its computer data base which contains the names of clients and other parties interested in particular matters. The Firm requires all of its professionals, before accepting the representation of a new client, or the representation of an existing client in a new matter, to perform a conflicts check through the Firm’s data base and to enter into that data base conflict information regarding new clients or new matters. Thus, a review of said computerized data base should reveal any and all actual or potential conflicts of interest with respect to any given representation. In particular, an employee of the Firm, under my supervision, ran the names of the Debtors, the Debtors’ known

secured creditors, the Debtors' officers, directors and shareholders, the thirty largest unsecured creditors of the Debtors as disclosed by them in filings with the Court, counterparties to major contracts, counterparties to major leases, and certain of the Debtors' significant vendors and agents, through the Firm's data base. The names of the parties run through the Firm's data base are set forth on Exhibit A hereto.

5. PSZJ represented, represents, and in the future will likely represent many committees in matters unrelated to the Debtors and these cases, whose members may be creditors and/or committee members in these cases. The Firm, however, is not representing any of those entities in these Chapter 11 Cases and will not represent any members of these committees in any claims that they may have collectively or individually against the Debtors.

6. PSZJ and certain of its partners, of counsel and associates represented, represents, and in the future will likely represent creditors of the Debtors in connection with matters unrelated to the Debtors and these cases. At this time, the Firm is not aware of any such representations except as noted herein. If the Firm identifies any further such representations, the Firm shall make further disclosures as may be appropriate at that time.

7. Subject to Court approval, the Committee will seek to retain various professionals during the pendency of these cases, including Tavenner & Beran PLC as local counsel, and Protiviti, Inc. and Jefferies & Company as financial advisors. The Debtors have retained Skadden, Arps, Slate, Meagher & Flom LLP and McGuireWoods LLP as counsel; Kirkland & Ellis LLP as special counsel; Kurtzman Carson Consultants as Claims, Noticing and Balloting Agent; Ernst & Young as Accounting and Tax Consultants; Rothschild Inc. as Investment Banker and Financial Advisor; and FTI Consulting as Financial Advisors.

8. The Firm has represented, represents, and in the future will likely represent debtors and creditors committees in cases unrelated to the Debtors and these Chapter 11 Cases wherein one or more of the aforementioned firms have served as professionals.

9. The Firm presently represents the liquidating trust in the bankruptcy case filed by Dunmore Homes, Inc. The Liquidating Trustee in Dunmore Homes, Inc. is departing Mesirow Financial and will be joining Jefferies on January 1, 2009.

10. The Firm currently represents or has represented Pension Benefit Guaranty Corporation, Fujifilm, and Hisense USA Corporation or their affiliates in matters unrelated to the Debtors and their Chapter 11 Cases.

11. The Firm currently represents or has represented Gordon Brothers Retail Partners LLC and Great American Group or their affiliates in matters unrelated to the Debtors and their Chapter 11 Cases.

12. Prior to the Firm being selected as counsel to the Committee, the Firm represented Optoma Technology, Inc. in these cases. Now that the Firm is serving as counsel to the Committee, the Firm is withdrawing from this engagement and will no longer represent Optoma Technology, Inc. in these cases.

13. The Firm currently represents or has represented Fox Home Entertainment or their affiliates in matters unrelated to the Debtors and their Chapter 11 Cases. Prior to the Firm being selected as counsel to the Committee, the Firm represented Fox Home Entertainment in filing their claim. Now that the Firm is serving as counsel to the Committee, the Firm is withdrawing from this engagement and will no longer represent Fox Home Entertainment in these cases.

14. The Firm is presently adverse to unsecured creditor and Committee member Hewlett Packard in cases several unrelated to the Debtors and their Chapter 11 Cases. The Firm represents the debtor in Fleming Companies, Inc. which has recently settled a preference action with Hewlett Packard. In another matter, the Firm represents Fujifilm Medical Systems in an unrelated products liability action against Hewlett Packard. Based on the foregoing, no potential conflict exists regarding the Firm's prior representation of these creditors. In addition, the Firm represents Alert Cellular LC in an action against unsecured creditor and Committee member Simon Property Group, a lessor of property to the Debtors

15. A partner at the Firm, Richard Pachulski, is a managing member of Rubin Pachulski Properties 36, LLC ("RPP36"). RPP36 is a investment vehicle and indirectly owns a portion of all the properties it manages. RPP36 is also the management company for the property located at 1839 South La Cienega Boulevard, Los Angeles, California 90035 that is leased to Circuit City Stores West Coast, Inc. The La Cienega lease expires on August 31, 2009.

16. PSZJ is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code in that the Firm, its partners, of counsel and associates:

- a. are not creditors, equity security holders or insiders of the Debtors;
- b. are not and were not within 2 years before the date of the filing of the Debtors' chapter 11 petitions, a director, officer, or employee of the Debtors;
- c. are not and were not, within three (3) years before the date of the filing of the Debtors' chapter 11 petitions, an investment banker for a security of the Debtors, or an attorney for such investment banker in connection with the offer, sale or issuance of any security of the Debtors;

d. does not have an interest materially adverse to the interest of the Debtors' estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason, except as disclosed herein.

17. The Firm has received no retainer from the Debtors or Committee or any payment, nor any promise of payment, during the one year period prior to the filing of the Debtors' petitions. No compensation has been paid or promised to be paid from a source other than the Debtors' estates in these Chapter 11 Cases. No promises have been received by the Firm nor by any partners, of counsel or associate thereof as to compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these Chapter 11 Cases, except among the partners, of counsel and associates of the Firm. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by the Firm in its representation of the Committee.

18. The Firm intends to apply for compensation for professional services rendered in connection with these Chapter 11 Cases subject to approval of this Court and compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. The principal attorneys and paralegals presently designated to represent the Committee and their current standard hourly rates are:

- a. Richard M. Pachulski \$815.00 per hour
- b. Robert J. Feinstein \$775.00 per hour
- c. Jeffrey N. Pomerantz \$625.00 per hour
- d. Stanley E. Goldich \$625.00 per hour
- e. John D. Fiero \$595.00 per hour
- f. Jason S. Pomerantz \$495.00 per hour
- g. David A. Abadir \$350.00 per hour
- h. Beth D. Dassa \$205.00 per hour

19. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature, which are subject to adjustment from time to time. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Firm believes that it is more fair to charge these

expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

20. PSZJ intends to work closely with Tavenner & Beran, PLC, Jefferies & Company, Protiviti, Inc., and other professionals retained by the Committee, to ensure that there is no unnecessary duplication of services performed or charged to the Debtors' estates.

/s/ Robert J. Feinstein

Robert J. Feinstein

SWORN TO AND SUBSCRIBED before
me this 17th day of December 2008

/s/ Maria A. Bove

Notary Public

My Commission Expires: 11/27/10

NAME	ATTENTION	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	Email	Party/Function
CIRCUIT CITY STORES, LLC	REGINALD D. HEDGEBETH	9950 MAYLAND DRIVE			RICHMOND	VA	23233		804-486-4000	804-527-4164		Debtor
COMMONWEALTH OF VIRGINIA	STATE CORPORATION COMMISSION	TYLER BUILDING	1300 E. MAIN STREET		RICHMOND	VA	23219		804-371-9967	804-371-9734		Government Agency
CORPORATE SALES AND USE, EMPLOYER WITHHOLDING, AND LITTER TAX	VIRGINIA DEPARTMENT OF TAXATION	3600 WEST BROAD STREET			RICHMOND	VA	23230-4915		804-367-8037	804-254-6111		Government Agency
DEPARTMENT OF JUSTICE CIVIL DIVISION	ATTN: DIRECTOR	COMMERCIAL LITIGATION BRANCH	P.O. BOX 875	BEN FRANKLIN STATION	WASHINGTON	DC	20044		202-514-7164	202-307-0494		Government Agency
ENVIRONMENTAL PROTECTION AGENCY		1650 ARCH STREET			PHILADELPHIA	PA	19103-2029		215-814-2625	215-814-3005		Government Agency
ENVIRONMENTAL PROTECTION AGENCY	DIANA SAENZ	1200 PENNSYLVANIA AVENUE NW	SUITE 4209		WASHINGTON	DC	20004		202-272-0167	202-501-0461		Government Agency
ENVIRONMENTAL PROTECTION AGENCY	OFFICE OF GENERAL COUNSEL	U.S. EPA MAILCODE 2377R	1300 PENNSYLVANIA AVENUE, N.W.		WASHINGTON	DC	20004		202-564-4707	202-565-2478		Government Agency
FTI CONSULTING, INC.	MR. ROBERT J. DUFFY	MR. STEPHEN COULOMBE	200 STATE STREET, 2ND FLOOR		BOSTON	MA	02109		617-897-1500	617-897-1510		Financial Advisors
INTERNAL REVENUE SERVICE	ATTN L LORELLO	400 N 8TH STREET BOX 76			RICHMOND	VA	23219		804-916-8064	804-916-8198		Government Agency
KIRKLAND & ELLIS LLP	ATTN LINDA K MYERS ESQ	200 E RANDOLPH DR			CHICAGO	IL	60601		312-861-2200			Counsel to Debtors
KURTZMAN CARSON CONSULTANTS LLC	EVAN GERSHBEIN	2335 ALASKA AVENUE			EL SEGUNDO	CA	90245		310-823-9000	310-823-9133		Claims Agent
KUTAK ROCK LLP	PETER J. BARRETT	1111 EAST MAIN STREET	SUITE 800		RICHMOND	VA	23219		804-343-5237	804-783-6192	peter.barrett@kutakrock.com	
LECLAIR RYAN	ATTN BRUCE MATSON ESQ	RIVERFRONT PLAZA E TOWER	951 E BYRD ST 8TH FL		RICHMOND	VA	23219			804-783-7269		Counsel for DIP Agents
MCGUIREWOODS, LLP	ATTN: DION W. HAYES	901 E CARY ST.	ONE JAMES CENTER		RICHMOND	VA	23219		804-775-1000	804-775-1061		Debtor's Local Counsel
NATIONAL ASSOCIATION OF ATTORNEYS GENERAL	KAREN CORDRY, ESQ.	NAAG BANKRUPTCY COUNSEL	2030 M STREET, N.W., 8TH FLOOR		WASHINGTON	DC	20036		202-326-6025	202-331-1427	kcordry@naag.org	Government Agency
OFFICE OF THE ATTORNEY GENERAL	BOB MCDONNELL	STATE OF VIRGINIA	900 E. MAIN ST.		RICHMOND	VA	23219		804-786-2071	804-786-1991		Government Agency
OFFICE OF THE SECRETARY OF THE COMMONWEALTH		1111 EAST BROAD STREET, 4TH FLOOR			RICHMOND	VA	23219		804-786-2441	804-371-0017		Government Agency
OFFICE OF THE U.S. TRUSTEE	ROBERT B. VAN ARSDALE	701 E. BROAD ST.	SUITE 4304		RICHMOND	VA	23219-1888		804-771-2310	804-771-2330		US Trustee
OFFICE OF THE UNITED STATES TRUSTEE	RICHMOND, VIRGINIA OFFICE	600 EAST MAIN STREET, SUITE 301			RICHMOND	VA	23219		804-771-2310	804-771-2330		United States Trustee
PACHULSKI STANG ZIEHL & JONES LLP	JEFFREY N POMERANTZ ESQ	10100 SANTA MONICA BLVD 11TH FL			LOS ANGELES	CA	90067-4100		310-277-6910	310-201-0760	jpomerantz@pszjlaw.com	Counsel for The Official Committee of Unsecured Creditors
PACHULSKI STANG ZIEHL & JONES LLP	ROBERT J FEINSTEIN ESQ	780 THIRD AVE 36TH FL			NEW YORK	NY	10017		212-561-7700	212-561-7777	rfeinstein@pszjlaw.com	Counsel for The Official Committee of Unsecured Creditors
RIEMER & BRAUNSTEIN LLP	DAVID S. BERMAN	THREE CENTER PLAZA, 6TH FLOOR			BOSTON	MA	02108		617-523-9000	617-880-3456		Counsel to Prepetition Lenders/Counsel to Postpetition Lenders
SECRETARY OF TREASURY SECURITIES & EXCHANGE COMMISSION		15TH & PENNSYLVANIA AVENUE, N.W.			WASHINGTON	DC	20020		202-622-2000	202-622-6415		Government Agency
SECURITIES & EXCHANGE COMMISSION	ATTN: BANKRUPTCY UNIT	15TH & PENNSYLVANIA AVENUE, N.W.			WASHINGTON	DC	20020		202-942-0900	202-942-9625		Government Agency
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP	NATHAN FUCHS, ESQ.	NEW YORK OFFICE	BRANCH/REORGANIZATION	233 BROADWAY	NEW YORK	NY	10279		646-428-1883	646-428-1979		Government Agency
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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re: CIRCUIT CITY STORES, INC., <u>et al.</u> , ¹ Debtors.	: : : : : : : : : :	Chapter 11 Case No. 08-35653-KRH (Jointly Administered)
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**ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT OF PACHULSKI
STANG ZIEHL & JONES LLP AS COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS RETROACTIVE TO NOVEMBER 18, 2008**

This matter came before the Court on the *Application for Entry of an Order
Authorizing and Approving the Employment of Pachulski Stang Ziehl & Jones LLP as Counsel to
the Official Committee of Unsecured Creditors Nunc Pro Tunc to November 18, 2008* (the
“Application”) and the Verified Statement of Robert J. Feinstein filed in support of the
Application (the “Feinstein Statement”) both filed by the Official Committee of Unsecured
Creditors (the “Committee”) for approval of Pachulski Stang Ziehl & Jones LLP’s employment
as lead counsel for the Committee in this case, pursuant to 11 U.S.C. § 1103(a), and Bankruptcy

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

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Proposed Co-Counsel for the Official
Committee of Unsecured Creditors

Rule 2014(a), and the Court being fully advised in the premises and having determined that the legal and factual bases set forth in the Application and the Feinstein Statement establish just cause for the relief granted herein;

THE COURT HEREBY FINDS THAT:

- A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
- C. Notice of the Application (and service of the proposed order) was sufficient under the circumstances.
- D. The Application and the Feinstein Statement are in full compliance with all applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of this Court.
- E. Pachulski Stang Ziehl & Jones LLP does not hold or represent any interest materially adverse to the Committee, the Debtors' estate, or its creditors with respect to the matters upon which said law firm is to be engaged, and Pachulski Stang Ziehl & Jones LLP is a "disinterested person," as defined in § 101(14) of the Bankruptcy Code and as required by § 327(a) of the Bankruptcy Code.
- F. The retention and employment of Pachulski Stang Ziehl & Jones LLP in accordance with the Application and this Order is in the best interest of the Committee and the Debtors' estates.

IT IS HEREBY ORDERED THAT:

- 1. The Application is hereby APPROVED.
- 2. Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.

3. The Committee is authorized to retain and employ Pachulski Stang Ziehl & Jones as its lead counsel, pursuant to §§ 327, 328 and 1103 of the Bankruptcy Code, retroactive to November 18, 2008.

4. Pachulski Stang Ziehl & Jones LLP shall be compensated for such services and reimbursed for any related expenses as provided in the Application, and in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any additional procedures that may be established by this Court.

Dated:

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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SEEN AND NO OBJECTION:

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CERTIFICATION

I hereby certify that the foregoing proposed Order has been either served on or endorsed by all necessary parties.

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